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RECORDATION NO. Filed & Recorded

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SECURITY AGREEMENT SUPPLEMENT NO. 3

INTERSTATE COMMERCE COMMISSION

Security Agreement Supplement No. 3, dated January 6, 1972, pursuant to Security Agreement-Trust Deed dated as of March 31, 1971 (the "Security Agreement") among (i) BANKERS TRUST COMPANY, as Trustee (the "Debtor") under Trust Agreement, dated as of February 4, 1971, between INDUSTRIAL LEASING CORPORATION (the "Settlor") and the Debtor, (ii) COMMONWEALTH LIFE INSURANCE COMPANY (the "Secured Party") and (iii) the Settlor.

The Debtor hereby acknowledges that the railroad equipment described below has been delivered to the Debtor and accepted by Union Carbide Corporation (the "Lessee") pursuant to the Lease of Railroad Equipment dated as of February 4, 1971 between the Debtor and the Lessee and that such railroad equipment is part of the Collateral referred to in Section 1.1 of the Security Agreement and all rent and other sums with respect thereto is part of the Collateral referred to in Section 1.2 of the Security Agreement held by the Debtor for the security of Secured Party subject to the terms and provisions of the Security Agreement:

Eight (8) 5,700 cu. ft. lined covered hopper cars lettered and numbered UCFX 57065 through UCFX 57072, inclusive.

BANKERS TRUST COMPANY, as Trustee

By 

Title;

VICE PRESIDENT

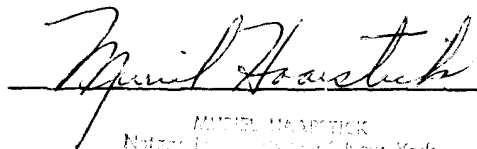
(Corporate Seal)

STATE OF NEW YORK )  
CITY AND COUNTY OF NEW YORK ) ss.:

On this 6<sup>th</sup> day of January, 1972, before me personally appeared JAMES F. CONLAN, to me personally known, who being by me duly sworn, says that he is a VICE PRESIDENT of BANKERS TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

(Seal)

My commission expires:

  
DANIEL H. HESTON  
Notary Public, State of New York  
My Comm. Expires 12/31/73  
City of New York, New York County  
State of New York